UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

AUTHORS GUILD, DAVID BALDACCI, MARY BLY, MICHAEL CONNELLY, SYLVIA DAY, JONATHAN FRANZEN, JOHN GRISHAM, ELIN HILDERBRAND, CHRISTINA BAKER KLINE, MAYA SHANBHAG LANG, VICTOR LAVALLE, GEORGE R.R. MARTIN, JODI PICOULT, DOUGLAS PRESTON, ROXANA ROBINSON, GEORGE SAUNDERS, SCOTT TUROW, and RACHEL VAIL, individually and on behalf of others similarly situated,	Case No. 1:23-cv-08292-SHS; Case No. 1:23-cv-10211-SHS

Plaintiffs,

v.

OPENAI INC., OPENAI OPCO LLC, OPENAI GP LLC, OPENAI LLC, OPENAI GLOBAL LLC, OAI CORPORATION LLC, OPENAI HOLDINGS LLC, OPENAI STARTUP FUND I LP, OPENAI STARTUP FUND GP I LLC,OPENAI STARTUP FUND MANAGEMENT LLC, and MICROSOFT CORPORATION,

Defendants.

DECLARATION OF RACHEL GEMAN IN SUPPORT OF MOTION TO APPOINT LIEFF CABRASER HEIMANN & BERNSTEIN, LLP, SUSMAN GODFREY LLP, AND COWAN DEBAETS ABRAHAMS & SHEPPHARD LLP INTERIM CO-LEAD COUNSEL FOR THE FICTION AND NON-FICTION AUTHORS' CLASSES

JONATHAN ALTER, KAI BIRD, TAYLOR BRANCH, RICH COHEN, EUGENE LINDEN, DANIEL OKRENT, JULIAN SANCTON, HAMPTON SIDES, STACY SCHIFF, JAMES SHAPIRO, JIA TOLENTINO, and SIMON WINCHESTER, on behalf of themselves and all others similarly situated,

Plaintiffs,

v.

OPENAI, INC., OPENAI GP, LLC, OPENAI, LLC, OPENAI OPCO LLC, OPENAI GLOBAL LLC, OAI CORPORATION, LLC, OPENAI HOLDINGS, LLC, and MICROSOFT CORPORATION,

Defendants.

I, Rachel Geman, declare:

1.   I am a partner at Lieff Cabraser Heimann & Bernstein, LLP ("Lieff Cabraser"), and serve as an attorney of record for Plaintiffs in the above-captioned class action. I am admitted to practice before this Court and am a member in good standing of the New York State Bar, the United States District Court for the Southern District of New York, and the United States Court of Appeals for the Second Circuit, among other jurisdictions. I have personal knowledge of the facts stated in this declaration and, if called as a witness, I could and would testify competently to them.

2.   I make this declaration in support of Plaintiffs' Motion to Appoint Lieff Cabraser Heimann & Bernstein, LLP, Cowan DeBaets Abrahams & Sheppard, LLP, and Susman Godfrey, LLP Interim Co-Lead Counsel for the Fiction and Nonfiction Authors' Classes.

Lieff Cabraser's Experience Litigating Complex Class Actions

3.   Lieff Cabraser's recent experience includes achieving a number of $100+ million recoveries in major, cutting-edge matters where the firm served as lead or co-lead counsel.

4.   In 2023, Lieff Cabraser, as co-lead counsel, obtained a $215 million class settlement, along with programmatic relief, for plaintiffs in a gender discrimination class action lawsuit against Goldman Sachs. *Chen-Oster v. Goldman Sachs*, Case No. 10-6950 (S.D.N.Y.). The settlement came shortly before trial and was the largest pre-trial gender bias settlement in U.S. history.

5.   Lieff Cabraser served as co-lead counsel for Plaintiffs in a nationwide multidistrict litigation regarding the Juul electronic-cigarette, securing over $2.5 billion in

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settlements for plaintiffs and class members. *In re Juul Labs Mktg. Sales Practices & Prods. Liab. Litig.*, 20-cv-8177 (N.D. Cal.).

6.   As co-lead counsel representing the City of San Francisco, Lieff Cabraser prevailed over Walgreens in a landmark bench trial establishing the pharmacy's substantial liability for the opioid epidemic in San Francisco. *City and County Of San Francisco et al. v. Purdue Pharma L.P. et al.*, No. 3:18-Cv-07591 (N.D. Cal.). Subsequently, Walgreens and the two other major chain pharmacies agreed to settle the national opioids litigation for a combined total of nearly $14 billion.

7.   Lieff Cabraser, as co-lead counsel, secured a $237.5 million settlement in a shareholder derivative action against The Boeing Company. *In re The Boeing Company Derivative Litigation, Consol. C.A.*, No. 2019-0907-MTZ (Del. Ch.).

8.   Lieff Cabraser has also obtained multiple, nationwide class action settlements, in 2022 (Porsche) and before, from many of the leading car manufacturers for their unlawful emissions, securing—in the words of District Judge Charles Breyer—"extraordinary results for Class Members and for the public as a whole." *In re Volkswagen "Clean Diesel" Marketing, Sales Practices, and Products Liability Litigation*, No. 15-md-02672-CRB, 2017 WL 1047834, at *2 (N.D. Cal. March 17, 2017) (order granting Lieff Cabraser's attorneys fees following Lieff Cabraser obtaining a $14.7 billion settlement from Volkswagen).

9.   Lieff Cabraser's recent representative class action successes also include:

- *In re Plaid Inc. Privacy Litig.*, No. 4:20-cv-03056 (N.D. Cal.), where Lieff Cabraser served as co-lead class counsel for consumers in a fintech privacy lawsuit that settled for $58 million and practice changes;
- *In re Navistar Maxxforce Engines Marketing, Sales Practices & Prods. Liab. Litig.*, Case No. 1:14-Cv-10318 (N.D. Ill.), where Lieff Cabraser served as co-lead class counsel for consumers in an engineering defect case that settled for $135 million;

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- *Jenkins v. National Grid USA, et al.*, Case No. 2:15-cv-01219-JS-GRB (E.D.N.Y.), where Lieff Cabraser served as co-lead counsel and obtained a $38,500,000 settlement for a class of consumers.

10.   Additional information about Lieff Cabraser's experience litigating complex class actions is described in **Exhibit A**.

Litigation Team

11.   I have extensive experience litigating complex class action cases. I am a partner in Lieff Cabraser's New York office with a practice dedicated to class actions and the False Claims Act. I also chair the firm's Whistleblower Practice Group. I have served as co-lead counsel or as class counsel in certain of the aforementioned matters, namely *Plaid* and *Goldman Sachs,* and I have served as co-lead or class counsel in a variety of consumer, privacy, employment, and financial fraud matters.

12.   I am an AV-Preeminent rated attorney and have been one of the Lawdragon's Leading 500 Plaintiffs' Lawyers since 2018, in the categories of consumer (2022-2023), financial (2021-2023), and employment/civil rights (2018-2022). I was selected for inclusion by peers in The Best Lawyers in America in the field of "Employment Law – Individuals" for 2012-2023.

13.   I am a frequent speaker and writer on topics of complex litigation, as detailed in my firm biography.

14.   I was awarded the Distinguished Honor Award by the United States Department of State in 2001. Currently I am the Union and Employee-side Chair of the ABA's Workplace and Occupational Safety & Health Committee. I am the recently outgoing Amicus Committee Chair of the New York Chapter of the National Employment Lawyers Association. I am also a community dispute resolution pro bono mediator.

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15.   Lieff Cabraser partner Reilly T. Stoler is an experienced trial lawyer who has represented individuals, classes and States as plaintiffs. He has worked on complex, aggregate litigations across a range of fields and jurisdictions. Most recently, Mr. Stoler served in a critical role litigating on behalf of plaintiffs against Juul Labs, Inc. and Altria Group, Inc. (formerly Philip Morris) in the aforementioned MDL *In re Juul Labs Mktg. Sales Practices & Prods. Liab. Litig*. That MDL obtained nearly $3 billion in settlements for plaintiffs and culminated in trying a civil RICO case against Altria Group on behalf of the San Francisco Unified School District in the Northern District of California. As relevant here, Mr. Stoler also has years of experience litigating and trying intellectual property claims, including claims of copyright infringement, on behalf of high technology companies.

16.   Lieff Cabraser associate Ian Bensberg is a graduate of Indiana University Maurer School of Law in Bloomington, Indiana. Prior to joining Lieff Cabraser, Mr. Bensberg was a law clerk on the Seventh Circuit Court of Appeals.

17.   Lieff Cabraser associate Wesley Dozier is a graduate of Vanderbilt Law School. Prior to joining Lieff Cabraser, Mr. Dozier's legal experience included representing individuals in criminal proceedings, representing a class of detainees in a jail conditions case, and representing business and government entities in a civil defense practice.

18.   True copies of the Lieff Cabraser attorneys' profiles are attached as **Exhibit B**.

Pre-Filing Investigation

19.   Before filing, the Lieff Cabraser litigation team (together with its co-counsel Cowan DeBaets Abrahams & Sheppard, LLP) conducted a thorough investigation of Defendants' artificial intelligence models and their "training" process. This included

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consulting with experts, examining public information about Defendants' conduct, and reviewing academic research papers addressing the technology and artificial intelligence industry, confirming copyright registrations, experimenting with Defendants' generative AI products, and investigating the labor and licensing market for writers.

Post-Filing Representation

20.   The Lieff Cabraser litigation team (together with co-counsel at Cowan DeBaets Abrahams & Sheppard, LLP) initiated this Fiction Authors Class Action against the OpenAI defendants on September 19, and amended the complaint to add Microsoft as a defendant on December 5, 2023. On November 30, 2023, the Court related this case to the *Sancton et al v. OpenAI et al.*, 23-cv-10211 matter filed on behalf of Nonfiction Authors.

21.   The Fiction and Nonfiction Author Classes intend to seek consolidation of these now-related actions for at least pre-trial purposes.

22.   Since discovery opened on November 6, Plaintiffs and the OpenAI Defendants have each propounded document requests and served responses and objections in response to the other party's requests. Plaintiffs have also served requests for admissions.

23.   The parties have exchanged initial disclosures. In addition, Plaintiffs have initiated a meet and confer over discovery responses, and have provided proposed protective and ESI orders to the OpenAI Defendants.

I declare under penalty of perjury under the laws of the United States and the State of New York that the foregoing is true and correct to the best of my knowledge and that this declaration was executed in New York, New York on January 11, 2024.

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Rachel Geman

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